

BYLAWS of THE KENTUCKY SAFETY AND HEALTH NETWORK, INC.

updated November 2024

ARTICLE I NAME

SECTION 1. The name of this organization is the KENTUCKY SAFETY AND HEALTH NETWORK, INC., hereinafter referred to as Network, and is an independent, non-profit organization.

SECTION 2. The Network's activities are devoted to the protection of the Commonwealth's workforce from preventable injuries and illnesses caused in the workplace.

SECTION 3. The official abbreviation of the Network is KSHN.

SECTION 4. The name or abbreviation cannot be changed or altered when used by members of the Network.

ARTICLE II MISSION

The mission of the Network is to increase the awareness of workplace safety and health through education and training.

ARTICLE III OBJECTIVES

The objectives of the Network are to:

- (1) Promote the safeguarding of Kentucky's working men and women from hazards that threaten personal safety and health;
- (2) Support education and training designed to eliminate injuries and illnesses in the workplace;
- (3) Conduct a program of workplace safety and health education and training to focus attention on workplace hazards and how they may be avoided;
- (4) Promote voluntary development and implementation of workplace health and safety strategies or programs;
- (5) Present an annual conference to promote workplace safety and health; and,
- (6) Support the funding and awarding of scholarships in occupational safety and health, industrial hygiene, or a related discipline.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. (1) The affairs of the Network are directed by a volunteer Board of Directors, hereinafter referred to as Board.

(2) The duties of the Board are to aid, assist, and promote the objectives of the Network.

(3) To be eligible to serve on the Board, an individual must:

- (a) Be a member of the Network;
- (b) Participate in occupational safety or health, industrial hygiene, or a related field; and
- (c) Perform the majority of his or her service in the Commonwealth of Kentucky.

(4) The maximum number of Directors is forty-one (41).

SECTION 2. Board members must conduct their activities with:

- (1) Integrity, performing their duties with fairness, honesty, courtesy, and impartiality;
- (2) Accountability, working within statutory and regulatory parameters;
- (3) Service, focusing the Network's resources efficiently and effectively to meet the needs of those they serve; and
- (4) Commitment, exhibiting dedication to performing their duties to the best of their abilities while striving for continuous improvement in fulfilling the mission of the Network.

SECTION 3. Except as otherwise provided in these BYLAWS, Board actions require a simple majority vote of Board members present at a meeting in which a quorum exists; or, a simple majority of all Board members if conducted by mail ballot.

SECTION 4. Decisions of the Board:

- (1) Are binding upon the Network; and
- (2) Can be reversed by a two-thirds (2/3) vote of the Network members.

SECTION 5. (1) Four (4) of the forty-one (41) seats of the Board are designated as Ex-Officio and reserved for individuals who serve in the Education and Labor Cabinet.

(2) The Secretary of the Education and Labor Cabinet may designate four (4) individuals who serve in the cabinet as Ex-Officio Directors if she/he chooses.

(3) The Secretary of the Education and Labor Cabinet must specify in writing to the Executive Committee the name and title of an individual(s) designated to serve as an Ex-Officio Director(s) if she/he designates an individual(s).

(4) The Ex-Officio Directors designated by the Secretary of the Education and Labor Cabinet serve at the pleasure of the Secretary and are charged with the same rights and responsibilities as elected Directors.

(5) The Ex-Officio Directors designated by the Secretary of the Education and Labor Cabinet serve until their successors are designated and specified pursuant Article IV, Section (5).

SECTION 6. (1) A Director who cannot attend an event may be represented by another Director by proxy.

(2) Prior to the occasion the Director cannot participate in, the Director granting the proxy representation must provide the name of his or her designee to the President or the Secretary in writing, facsimile, or electronic format.

(3) Proxy designees have the same voting rights as the Director he or she represents.

(4) A Director may not hold more than two (2) proxies at an event.

(5) Proxies are counted on a one (1) for one (1) basis.

SECTION 7. A Director may serve an unlimited number of terms.

SECTION 8. A Director that retires from an occupational safety and health, industrial hygiene, or related field while serving on the Board may continue service on the Board.

ARTICLE V MEMBERSHIP

SECTION 1. Membership is open to all individuals interested in supporting the mission and objectives of the Network.

SECTION 2. Membership is individual, personal, and non-transferable.

SECTION 3. There are four (4) member classifications.

(1) Member. An individual whose dues are current and is neither a student nor an honorary member.

(2) Honorary Member. (a) The Board may grant honorary membership to an individual upon written submission of the individual's name to the Board by ten (10) or more members of the Network.

(b) The Honorary Member has no voting rights and is excused from dues payment.

(c) The Board may revoke any honorary membership at any time.

(3) Student Member. An individual whose annual dues are current and is either attending, or was attending at time of application, a recognized four (4) year university pursuing study in occupational safety and health, industrial hygiene, or a closely related discipline; or, an individual who is a member of a student chapter of the American Society of Safety Professionals (ASSP) or the American Industrial Hygiene Association (AIHA).

(4) President Emeritus. (a) A past president of the Network, upon retiring from the Board, has the honorary title of President Emeritus.

(b) The President Emeritus has no voting rights and is excused from the payment of dues.

SECTION 4. (1) Membership dues must be paid annually.

(2) The amount of dues must be:

- (a) Determined by the Executive Committee;
- (b) Approved by the Board;
- (c) Posted on the KSHN website; and
- (d) Paid upon application for membership or provided complimentary with full conference registration.

(3) Student Members who are eligible for membership by virtue of their membership in an ASSP or AIHA student section are excused from dues payment.

SECTION 5. By May 31, the Secretary must notify in writing by letter, facsimile, or electronic format any Board member whose dues are not paid.

SECTION 6. Board members whose dues are not paid may not vote on any matter before the Board.

SECTION 7. Dues are valid from the annual membership meeting to the next annual membership meeting.

ARTICLE VI OFFICERS AND THEIR DUTIES

SECTION 1. The officers of the Network consist of a:

- (a) President;
- (b) President-Elect;
- (c) Secretary; and
- (d) Treasurer.

SECTION 2. (1) The President is the Chief Executive Officer of the Network and exercises supervision over all Network affairs.

(2) The President presides at all meetings of the Network, Board, and Executive Committee.

SECTION 3. (1) In the absence of the President, the President-Elect performs all duties of the President.

(2) In the absence of the President and President-Elect, the Secretary performs all duties of the President.

SECTION 4. (1) The Secretary is the official recorder of all official Network business.

(2) The Secretary must:

- (a) Keep attendance documentation;
- (b) Disseminate the applicable minutes to Executive Committee and Board members within ten (10) days of adjournment; and
- (c) Fulfill other duties established in these BYLAWS.

(3) In the event the Secretary cannot fulfill any of the duties, the President must appoint another Director to perform the duties.

SECTION 5. (1) The Treasurer is the custodian of all Network funds and must:

- (a) Deposit all funds and other Network valuables in a bank approved by the Executive Committee;
- (b) Keep a true and accurate record of all monies received and disbursed by the Network; and
- (c) Present to the Board, prior to the annual meeting of the Network, a complete record of all monies received and disbursed during the preceding year.

SECTION 6. (1) Network funds are disbursed by voucher checks except for Board approved cash transactions.

(2) The Board must approve all cash transactions in advance.

(3) A receipt for all cash transactions must be submitted to the Treasurer.

(4)(a) The Treasurer and one (1) other elected officer must sign all checks.

(b) Prior to being signed by both officers, all checks must be dated and specify the payee and exact amount.

(3) If necessary and approved by the President in writing by letter, facsimile, or electronic format, a member of the Executive Committee may sign checks in lieu of an elected officer.

SECTION 7. (1) The officers of the Network must select a Certified Public Accountant to audit Network accounts and provide a written report to the officers.

(2) The officers must review the audit and require the Treasurer who was in office during the term covered by the audit to submit a formal report to the Board for their acceptance.

SECTION 8. (1) The Board may contract out duties requested by the President, Executive Committee, or Board.

(2) The Board must approve the awarding of contracts.

ARTICLE VII EXECUTIVE COMMITTEE

SECTION 1. (1) The Executive Committee is composed of eleven (11) Directors including the President, President-Elect, Secretary, Treasurer, immediate Past President, and six (6) other Directors.

(2) The Executive Committee should constitute a fair and equitable representation of the membership and exercises general supervision over Network affairs.

SECTION 2. (1) The Board must meet immediately after the election of officers to nominate and elect six (6) Directors to serve on the Executive Committee.

(2) The term of office for members of the Executive Committee is one (1) year.

(3) There is no limitation of the number of terms a Director may serve on the Executive Committee.

(4) Any Director may appear and nominate any Director who is qualified under these BY-LAWS.

(5)(a) A Director does not have to be present to be nominated.

(b) A nominated Director must accept the nomination, orally or in writing, before any election can occur.

(6) Immediately after nominations close, the Secretary, or designee, must prepare a ballot, if necessary, listing the candidates' names in alphabetical order.

SECTION 3. The Executive Committee fills all vacancies on the Board and Executive Committee.

SECTION 4. (1) In the event of a vacancy in the office of President-Elect, Secretary, or Treasurer, a Director from the same group is selected by the Executive Committee to serve the remainder of the term and approved by the Board.

(2) If a Director from the same group is not eligible, or willing, to fill the unexpired term, a Director from the next eligible group is selected by the Executive Committee to serve the remainder of the term and approved by the Board.

ARTICLE VIII MEETINGS

SECTION 1. The Annual Membership Meeting of the Network is held during the annual Governor's Safety and Health Conference and Exposition.

SECTION 2. Board meetings are held at least quarterly and other times as called by the President or Executive Committee.

SECTION 3. Meetings of the Executive Committee are held at least quarterly and other times as called by the President or Executive Committee.

SECTION 4. (1) Special meetings of the Network may be called at a time and place designated by the President or upon written request of ten (10) members of the Board.

(2) No business can be transacted except that which is stated in the call request.

SECTION 5. Board member travel and per diem rates must be established by the Board at the first Board meeting of each year.

SECTION 6. Any Board member whose dues are not paid cannot be reimbursed for board-related expenses.

SECTION 7. Special meetings of the Board may be called at a time and place designated by the President, Executive Committee, or upon written request of ten (10) Board members.

SECTION 8. Special meetings of the Executive Committee may be called at a time and place designated by the President or upon written request of five (5) members of the Committee.

ARTICLE IX QUORUMS

SECTION 1. A quorum for a meeting of the Network is no less than twenty-five (25) non-Board members.

SECTION 2. A quorum for a meeting of the Board is no less than sixteen (16) members.

SECTION 3. A quorum for a meeting of the Executive Committee is no less than two (2) of the elected officers and no less than three (3) members of the Committee.

SECTION 4. In the absence of a quorum at any meeting of the Network, Board, or Executive Committee, the President may arrange for another meeting.

ARTICLE X PARLIMENTARY AUTHORITY

Robert's Rules of Order, current edition, serve as a guide for the Network, Executive Committee, and Board when they are not in conflict with these BYLAWS.

ARTICLE XI NOMINATIONS AND ELECTIONS

SECTION 1. (1) One-third (1/3) of the Board is elected on an annual basis. The term of office for Directors is:

- (a) Three (3) years if elected; and,
- (b) Until the term expires if appointed.

(2) The President and President-Elect serve three (3) years or for the duration of the term of office, whichever is longer.

(3) Ex-Officio Directors serve pursuant ARTICLE IV, SECTION 5 of these BYLAWS.

SECTION 2. (1) By November 1, the President must appoint a Nominating Committee composed of five (5) Board members, including the Immediate Past President who serves as committee chair unless he or she is a candidate for reelection.

(2) If the Immediate Past President is unable to serve as committee chair, the President must appoint a Director to serve as committee chair.

(3) No Director eligible for reelection may serve on the Nominating Committee.

SECTION 3. (1) The Nominating Committee receives and recommends nominees for election as Directors. The committee strives to nominate more individuals than available positions and achieve a balance representing business, education, government, and labor.

(2)(a) Nominations must be solicited from the Network members.

(b) Nominations must be submitted by letter, facsimile, electronic format, or KSHN website beginning December 1 and ending January 1.

(b) Only nominations received from Network members during this period in one (1) of the aforementioned formats are eligible for placement on the ballot.

(3) In order to be eligible to be placed on the ballot, the nominee's dues must be paid by January 1.

SECTION 4. (1)(a) The Nominating Committee must:

1. Confirm if nominees are Network members; and
2. By January 15, must notify only nominees who are Network members at the time nominations close.

(b) The notification must be sent by letter, facsimile, or electronic format to the nominee.

(2)(a) The nominee has ten (10) business days from the date the notification is sent to accept or decline the nomination.

(b) A member's acceptance or declination of his or her nomination must be sent to the Nominating Committee by letter, facsimile, or electronic format.

(c) Failure to respond is considered declination of nomination.

SECTION 5. (1) The Nominating Committee must meet and prepare a ballot.

(2) The Nominating Committee has final determination regarding the eligibility and acceptance of a nominee.

(3) Candidates' names must be placed on the ballot in alphabetical order.

(4) The Board must approve the ballot at the February Board meeting.

SECTION 6. No Contest Ballot. (1) Upon Board approval, the Board may forgo printing and mailing a ballot to Network members if fewer candidates representing business, education, government, and labor are identified on the ballot than positions available.

(2) Upon Board approval, the Board may forgo printing and mailing a ballot to Network members if all candidates representing business, education, government, and labor identified on the ballot are unopposed.

(3)(a) In the event the Board elects to forgo printing and mailing a ballot to Network members as prescribed in ARTICLE XI, SECTION 6 (1) or (2), the Board must vote on behalf of Network members for the candidates identified on the ballot at a regularly scheduled Board meeting prior to May 1.

(b) The requirements established in ARTICLE XI, SECTION 7, (1), (2), (3) and (4)A.4. do not apply in such instance.

SECTION 7. Elections must be conducted by direct balloting of Network members pursuant to the following procedure:

(1) Ballot Printing. (a) Sufficient ballots must be printed to satisfy the membership.

(b) The ballot must be printed in a way to prevent photocopying.

(c) The Executive Committee must review and approve the printed ballot and accompanying documentation before it is mailed to the members. The review and approval may be conducted

electronically provided Executive Committee members are given at least twenty-four (24) hours to review and approve the printed ballot and accompanying documentation.

(2) Ballot Mailing. (a) Members with paid memberships as of January 1 must be mailed ballots.

(b) A mail ballot must be sent to Network members no later than March 1. Ballots may be mailed after the March 1 deadline but before March 15 if unknown or inaccurate addresses are corrected. Completed ballots must be postmarked no later than March 31. Nominees receiving the most votes for the number of available positions within each group are the newly elected Directors.

(c) A complete ballot mailing package must include:

1. One (1) ballot;
2. One (1) inner ballot envelope;
3. One (1) outer return mailing envelope with name and address of member;
4. One (1) election mailing envelope with name and address of member; and
5. Instructions.

(d) Both mailing envelopes must be checked against the master mailing list.

(e) The ballots must be mailed via United States Postal Service with address service requested.

(f) The Chair of the Nominating Committee, or designee, must mail the ballots.

(g) The Chair of the Nominating Committee, or designee, must report the following information, in writing, to the Board at the first board meeting after ballots are mailed:

1. The total number of ballots mailed;
2. The date the ballots were mailed;
3. The United States Post Office location where the ballots were mailed;
4. The source of membership and names and addresses utilized to mail ballots; and
5. A copy of the mailing list shall be attached to this report.

(3) Valid Ballots. (a) Ballots valid for tabulation must:

1. Be mailed to, and retrieved from the designated post office box;
2. Be returned in the unaltered inner, addressed ballot envelope and sealed; and
3. The inside envelope must be placed in the unaltered outer return mailing envelope and sealed.

(b) Any ballot that does not meet the aforementioned criteria must be disqualified and not tabulated.

(c) The Teller Committee has the final decision whether a ballot is valid.

(4) Teller Committee. (a) The Teller Committee must:

1. Be comprised of at least three (3) and not more than five (5) Board members;
2. Be appointed by the President and approved by the Board. A Director on the ballot may not serve on the Teller Committee;
3. Select a chair prior to fulfilling any committee duties;

4. The Chair of the Teller Committee, or designee selected from the committee, must retrieve the ballots from the post office box rented by the Teller Committee Chair for the sole purpose of receiving ballots. The committee member retrieving the ballots from the post office box may open the outer mailing envelope to ascertain that no monies, registration forms, membership renewals, etc., are in the envelope. The inner ballot envelope must remain sealed until the committee convenes to tabulate the ballots. The committee member retrieving ballots from the post office box must maintain ballots that are not received in the return mailing envelope and present them to the committee when the committee convenes to tabulate the ballots.
5. Tabulate the ballots prior to May 1; and
6. Have at least three (3) members present during ballot tabulations;

(b) After the ballots are tabulated, the Chair of the Teller Committee, or designee, must report in writing to the Executive Committee at its next meeting:

1. The total number of ballots received;
2. The total number of ballots disqualified and reasons for disqualification;
3. The total number of valid ballots cast; and
4. The total number of valid ballots cast for each candidate presented by group in order of the most votes received to the least.

(c) The report must be signed and dated by each Teller Committee member present for the tabulation.

(d) The Chair of the Teller Committee, or designee, must report the successful candidates at the May Board meeting or the Annual Membership Meeting, whichever is first.

(e) The successful candidates must also be reported at the Annual Membership Meeting if the May Board meeting is the first announcement of the successful candidates.

(5) Ballot Retention. (a) The Chair of the Teller Committee must retain all ballots for 120-calendar days after reporting the successful candidates to permit review by any member.

(b) A written request to review the ballots must be submitted by letter, facsimile, or electronic format to the Chair of the Teller Committee or the President.

(c) The Executive Committee must determine the time and location for the review to take place.

(d) If no inquiries are received within the 120-calendar day period, the Teller Committee Chair must destroy all ballots.

(e) The Teller Committee Chair must report in writing to the Executive Committee the date and method of ballot destruction.

SECTION 8. In case of a tie, the Board must select a Director from the tied candidates.

SECTION 9. (1) Newly elected Directors are announced at the May Board meeting or Annual Membership Meeting, whichever occurs first.

(2) The term for newly elected Directors begins at the conclusion of the May Board meeting or Annual Membership Meeting, whichever occurs first.

(3) The term for exiting Directors expires at the conclusion of the May Board meeting or Annual Membership Meeting, whichever occurs first.

SECTION 10. The election of officers must be conducted by the following procedure.

(1)(a) The President-Elect, Secretary, and Treasurer are nominated by the Board at the July meeting.

(b) The election of these officers must be held at the August meeting prior to the nomination and election of the Executive Committee.

(2) The term of office for Treasurer is two (2) years.

(3)(a) The office of President-Elect alternates among the groups of business, education, government, and labor.

(b) The rotation must continue in the aforementioned order to the extent possible.

(4)(a) Any Director may appear and nominate any Director who is qualified under these BYLAWS for any office. A Director does not have to be present to be nominated.

(b) After a Director is nominated, he/she has five (5) business days to accept or decline the nomination.

(c) Acceptance or declination of the nomination must be in written form and sent by letter, facsimile, or electronic format to the Secretary.

(d) Failure to respond is considered declination of nomination.

(5) Immediately after this period, the Secretary must prepare a ballot. Candidates' names for the respective offices must be placed on the ballot in alphabetical order.

SECTION 11. (1) The term for officers begins at the conclusion of the Annual Membership Meeting and expires at the conclusion of the following Annual Membership Meeting, except the Treasurer whose term is established in ARTICLE XI, SECTION 10(2).

(2)(a) The President may only hold office for one (1) term, unless he or she is filling an unexpired term.

(b) The Treasurer may not serve more than two (2) terms in the same office, unless filling an unexpired term.

SECTION 12. To be eligible for nomination, election, or service on the Board, an individual must:

(1) Be a member of the Network;

(2) Participate in occupational safety or health, industrial hygiene, or a related field; and,

(3) Perform the majority of his or her service in the Commonwealth of Kentucky.

SECTION 13. No appointments or elections can be made by Network members, Board, or Executive Committee to any office, board, or committee which increases membership beyond the limits fixed in these BYLAWS.

SECTION 14. Removal from the Board. (1) A Director may be removed from the Board upon the written recommendation of five (5) Directors and confirmation of three-fourths (3/4) vote of all Directors present at a called meeting of the Board at which a quorum is established.

(2)(a) Such action may not take place unless the affected Director, and all other Directors, have been notified at least sixty (60) days prior to a meeting at which time a vote may be taken.

(b) The notification must be in written form and sent by letter, facsimile, or electronic format to the affected Director and all other Directors.

(3) The affected Director must be advised of the charge(s) made and offered an opportunity to address the Board prior to the vote for removal.

(4) A Director that is removed from the Board may not subsequently serve on the Board.

ARTICLE XII COMMITTEES

SECTION 1. (1) The President may appoint committees from the Board as he or she deems necessary for the operation of the Board or Network.

(2) Any Board member may attend and have a voice at any committee meeting.

SECTION 2. The President-Elect is a member of all committees.

ARTICLE XIII ANNUAL CONFERENCE

SECTION 1. An annual conference is held to promote workplace safety and health.

SECTION 2. A registration fee established by the Executive Committee and approved by the Board is charged.

SECTION 3. Conference activities are established or abolished by the Executive Committee subject to approval by the Board in accordance with requirements, interests, and support of the Network membership.

SECTION 4. (1) A Conference Committee Chairperson and Co-Chairperson are appointed by the President and approved by the Board.

(2) The Chairperson coordinates conference arrangements subject to the approval of the Board.

(3) The Co-Chairperson assists the Chairperson and serves as Chairperson in the event of the Chairperson's absence.

SECTION 5. Upon prior request to the event, and subject to Executive Committee approval, the Network may pay the registration, lodging, and other necessary expenses for a Board member to attend the annual conference or annual planning meeting, or both, if the Board member's employer will not.

SECTION 6. Network payment of conference registration does not include Board member Network dues.

ARTICLE XIV SPONSORSHIP

SECTION 1. Sponsorship is an expression of fiscal support of the Network's mission and objectives.

SECTION 2. Profit or non-profit organizations, as well as individuals, may participate in, and be recognized for, Network sponsorship.

SECTION 3. There are eight (8) levels of sponsorship. They are:

- (1) Platinum;
- (2) President;
- (3) Benefactor;
- (4) Special Sponsor;
- (5) Sponsor;
- (6) Supporter;
- (7) Associate; and
- (8) Friend.

SECTION 4. Sponsorship, regardless of level, does not include voting privileges.

SECTION 5. Recognition of sponsorship and the level of sponsorship includes, but is not limited to, publication by name and sponsorship level in Governor's Safety and Health Conference and Exposition literature.

SECTION 6. (1) Any for profit entity that wishes to present an award or scholarship during the annual conference must be a Platinum sponsor and have prior board approval.

(2) Any non-profit entity that wishes to present an award or scholarship during the annual conference must have prior board approval.

ARTICLE XV FISCAL YEAR

The fiscal year of the Network begins January 1 and ends the following December 31.

ARTICLE XVI NETWORK EMBLEM

SECTION 1. (1) The official emblem of the Kentucky Safety and Health Network, Inc. is a four (4) bar cross composed of lines spaced equidistant and the cross formed by bold lines in the center of the emblem.

(2) The center of the cross is formed by a hollow circle in which two (2) hands shall appear to be shaking.

(3) The words "Business" "Education" "Government" and "Labor" are emblazoned on the end of each cross line.

SECTION 2. The emblem may be used only with the expressed consent of the Board or Executive Committee.

SECTION 3. The emblem is registered as a service mark of the Kentucky Safety and Health Network, Inc. with the Secretary of State's office of the Commonwealth of Kentucky.

ARTICLE XVII AMENDMENTS

SECTION 1. (1) These BYLAWS may be amended by the Board.

(2) Any Network member may submit a proposed amendment to the Board for consideration.

(3) A two-thirds (2/3) affirmative vote of the Board members present at a called meeting of the Board at which a quorum is present; or, a two-thirds (2/3) affirmative vote of all Board members if conducted by mail ballot, is required to adopt a proposed change in these BYLAWS.

SECTION 2. All proposed changes to these BYLAWS must be submitted in writing to Board members present at a called meeting of the Board at which a quorum is present at least thirty (30) days prior to a vote.